**Statement of Changes in Beneficial Ownership**

**1. Name and Address of Reporting Person**

Mayerhofer Kathy

C/O XOMETRY, INC.

7529 STANDISH PLACE, SUITE 200

DERWOOD MD 20855

**2. Issuer Name and Ticker or Trading Symbol**

Xometry, Inc. [ XMTR ]

**3. Date of Earliest Transaction (Month/Day/Year)**

03/15/2022

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

03/14/2023

**5. Relationship of Reporting Person(s) to Issuer**

Director

Chief Sales Officer

10% Owner

**6. Individual or Joint/Group Filing (Check Applicable Line)**

Form filed by One Reporting Person

Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>Number of Securities Acquired or Disposed of (Instr. 3 and 4)</th>
<th>Date of Exercisable (Instr. 8)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2022</td>
<td>A</td>
<td>11,474(1)</td>
<td>03/14/2023</td>
<td>87,723 D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion Date or Exercise Price of Derivative Security (Instr. 4)</th>
<th>Deemed Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>Number of Derivative Securities Acquired or Disposed of (Instr. 3 and 4)</th>
<th>Date Exercisable (Instr. 8)</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$34.86</td>
<td>A</td>
<td>18,974</td>
<td>(3)</td>
<td>Class A Common Stock</td>
<td>18,974 $0.00 18,974 D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents a restricted stock unit ("RSU") grant. One quarter (1/4) of the shares underlying the RSUs will vest on January 1, 2023, and the remainder of the shares underlying the RSUs vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.

2. Each RSU represents a contingent right to receive one share of the Class A Common Stock of the Issuer.

3. One quarter (1/4) of the options will vest on January 1, 2023, and the remainder of the options vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.

**Remarks:**

/a/ Kristie Scott, Attorney-in-Fact 03/17/2022

**Signature of Reporting Person**

Date

**Note:**

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.